IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF MASSACHUSETTS

SKYLINE SOFTWARE SYSTEMS, INC.,

Plaintiff,

CIVIL ACTION NO. 04-11129 DPW & 06-10980 DPW

v.

KEYHOLE, INC., and GOOGLE INC.

Defendants.

DEFENDANTS' MOTION TO FILE UNDER SEAL

Nelson G. Apjohn (BBO No. 020373) **NUTTER McCLENNEN & FISH LLP** World Trade Center West 155 Seaport Boulevard Boston, MA 02210 (617) 439-2000

Fax: (617) 310-9000

Attorneys for Defendants and Counterclaimants KEYHOLE, INC. and GOOGLE INC.

Of Counsel

Darryl M. Woo, admitted *pro hac vice*Michael J. Sacksteder, admitted *pro hac vice*Carolyn Chang, admitted *pro hac vice*Saundra L. M. Riley, admitted *pro hac vice*FENWICK & WEST LLP
Embarcadero Center West
275 Battery Street
San Francisco, CA 94111
Tel. (415) 875-2300

Fax (415) 281-1350

Pursuant to Local Rule 7.2, Defendants Keyhole, Inc. and Google Inc. respectfully submits this Motion to Seal their Opening Claim Construction Brief and Exhibit J to the Declaration of Carolyn Chang in Support of Defendants' Opening Claim Construction Brief.

As grounds for this Motion, Defendants state that, in accordance with the Stipulated Protective Order entered by the Court on May 22, 2006, these documents contain deposition excerpts that have been designated confidential or highly confidential by Plaintiff Skyline Software Systems, Inc.

WHEREFORE, Defendants request that the Court grant this Motion to Seal.

Dated: September 29, 2006 Respectfully submitted,

By: /s/ Carolyn Chang

Carolyn Chang

FENWICK & WEST LLP

Embarcadero Center West 275 Battery Street San Francisco, CA 94111 Tel. (415) 875-2300 Fax (415) 281-1350

email: cchang@fenwick.com

Attorneys for Defendants and Counterclaimants KEYHOLE, INC. and GOOGLE INC.

CERTIFICATE PURSUANT TO LOCAL RULE 7.1(A)(2)

Pursuant to Local Rule 7.1(A)(2), counsel for Defendants contacted counsel for Plaintiff on September 29, 2006 regarding the filing of this Motion. As of the time of the filing of this Motion, counsel for Defendants did not receive a response from Plaintiff's counsel.

Dated: September 29, 2006 Respectfully submitted,

By: /s/ Carolyn Chang

Carolyn Chang
FENWICK & WEST LLP
Embarcadero Center West
275 Battery Street
San Francisco, CA 94111
Tel. (415) 875-2300

Fax (415) 281-1350

email: cchang@fenwick.com

Attorneys for Defendants and Counterclaimants KEYHOLE, INC. and GOOGLE INC.

Certificate of Service

I hereby certify that, on September 29, 2006, I caused a true and accurate copy of the foregoing document to be served upon all counsel of record for each party by complying with this Court's Administrative Procedures for Electronic Case Filing.

By: /s/ Carolyn Chang
Carolyn Chang